

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:	)	Chapter 11
	)	
W.R. GRACE & CO., et al., <sup>1</sup>	)	Case No. 01-1139 (JKF)
	)	Jointly Administered
	)	
	)	<b>Objection Date: September 21, 2012 at 4:00 p.m.</b>
Debtors.	)	<b>Hearing Date: December 17, 2012 at 9:00 a.m.</b>
	)	
	)	

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**QUARTERLY APPLICATION OF  
BMC GROUP FOR COMPENSATION FOR SERVICES  
RENDERED AND REIMBURSEMENT OF EXPENSES AS  
CLAIMS RECONCILIATION AND SOLICITATION CONSULTANT  
TO THE DEBTORS FOR THE FORTY-FIFTH QUARTERLY  
INTERIM PERIOD (APRIL 1, 2012 THROUGH JUNE 30, 2012)**

<b>Name of Applicant:</b>	BMC Group ("BMC")
<b>Authorized to Provide Professional Services to:</b>	The above-captioned debtors and debtors in possession
<b>Date of Retention:</b>	Retention Order entered May 8, 2002; effective as of April 4, 2002
<b>Period for which Compensation and Reimbursement is Sought:</b>	April 1, 2012 through June 30, 2012
<b>Amount of Compensation Sought as Actual*, Reasonable and Necessary:</b>	\$ 116,454.00
<b>Amount of Expense Reimbursement Sought as Actual, Reasonable and Necessary:</b>	\$ 24,628.56

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<sup>1</sup> The Debtors consist of the following 62 entities: W.R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W.R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food =N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W.R. Grace Capital Corporation, W.R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

This is a: ☐ Monthly Application ☒ Quarterly Application ☐ Final Application

The total time expended for preparation of this fee application is approximately 25.0 hours and the corresponding compensation requested is approximately \$5,250.00<sup>2</sup>

This Quarterly Application filed by BMC is for the 45th Quarterly Interim Period.

### PRIOR APPLICATIONS

Date Filed	App No.	Period Covered	Requested Fees	Requested Expenses	Approved Fees	Approved Expenses
3/4/2003	N/A	4/4/2002-4/30/2002	\$18,913.50	\$1,420.00	\$15,130.80	\$1,420.00
3/4/2003	N/A	5/1/2002-5/31/2002	\$46,559.00	\$2,781.83	\$37,247.20	\$2,781.83
3/4/2003	N/A	6/1/2002-6/30/2002	\$42,162.00	\$3,538.24	\$33,729.60	\$3,538.24
3/4/2003	N/A	5th Quarterly 2002	\$107,634.50	\$7,740.07	\$86,107.60	\$7,740.07
3/4/2003	N/A	7/1/2002-7/31/2002	\$48,181.75	\$10,701.48	\$38,545.40	\$10,701.48
3/4/2003	N/A	8/1/2002-8/31/2002	\$48,729.50	\$1,891.32	\$38,983.60	\$1,891.32
3/4/2003	N/A	9/1/2002-9/30/2002	\$55,850.00	\$2,743.43	\$44,680.00	\$2,743.43
3/4/2003	N/A	6th Quarterly 2002	\$152,761.25	\$15,336.23	\$122,209.00	\$15,336.23
3/4/2003	N/A	10/1/2002-10/31/2002	\$95,621.50	\$3,384.85	\$76,497.20	\$3,384.85
3/4/2003	N/A	11/1/2002-11/30/2002	\$49,215.25	\$2,658.68	\$39,372.20	\$2,658.68
3/4/2003	N/A	12/1/2002-12/31/2002	\$46,683.00	\$850.00	\$37,346.40	\$850.00
3/4/2003	N/A	7th Quarterly 2002	\$191,519.75	\$6,893.53	\$153,215.80	\$6,893.53
5/15/2003	10	1/1/2003-1/31/2003	\$74,318.00	\$1,229.90	\$59,454.40	\$1,229.90
5/15/2003	11	2/1/2003-2/28/2003	\$82,610.00	\$4,837.69	\$66,088.00	\$4,837.69
5/15/2003	12	3/1/2003-3/31/2003	\$72,572.25	\$3,860.72	\$58,057.80	\$3,860.72
5/15/2003	8 Q	8th Quarterly 2003	\$229,500.25	\$9,928.31	\$183,600.20	\$9,928.31
9/23/2003	13	4/1/2003-4/30/2003	\$117,598.00	\$2,132.50	\$94,078.40	\$2,132.50
9/23/2003	14	5/1/2003-5/31/2003	\$140,988.00	\$4,689.22	\$112,790.40	\$4,689.22
9/23/2003	15	6/1/2003-6/30/2003	\$95,449.00	\$8,234.67	\$76,359.20	\$8,234.67
9/23/2003	9 Q	9th Quarterly 2003	\$354,035.00	\$15,480.10	\$283,228.00	\$15,480.10
2/18/2004	16	7/1/2003-7/31/2003	\$90,293.50	\$9,851.36	\$90,293.50	\$9,851.36
2/18/2004	17	8/1/2003-8/31/2003	\$88,262.50	\$2,515.87	\$88,262.50	\$2,515.87
2/18/2004	18	9/1/2003-9/30/2003	\$82,370.00	\$16,341.34	\$82,370.00	\$16,341.34
2/25/2004	10 Q	10th Quarterly 2003	\$260,926.00	\$28,708.57	\$260,926.00	\$28,708.57
4/13/2004	19	10/1/2003-10/31/2003	\$86,187.00	\$1,861.76	\$86,187.00	\$1,861.76
4/13/2004	20	11/1/2003-11/30/2003	\$69,321.00	\$1,330.52	\$69,321.00	\$1,330.52
4/13/2004	21	12/1/2003-12/31/2003	\$62,679.00	\$2,627.14	\$62,679.00	\$2,627.14
4/13/2004	11 Q	11th Quarterly 2003	\$218,187.00	\$5,819.42	\$218,187.00	\$2,528.88
6/18/2004	22	1/1/2004-1/31/2004	\$84,944.50	\$1,327.94	\$84,944.50	\$1,327.94
6/18/2004	23	2/1/2004-2/29/2004	\$42,147.00	\$1,623.86	\$42,147.00	\$1,623.86
6/18/2004	24	3/1/2004-3/31/2004	\$89,579.50	\$1,403.99	\$89,579.50	\$1,403.99
6/18/2004	12 Q	12th Quarterly 2004	\$216,671.00	\$4,355.79	\$216,671.00	\$4,355.79
11/3/2004	25	4/1/2004-4/30/2004	\$76,264.50	\$2,134.18	\$76,264.50	\$2,134.18
11/3/2004	26	5/1/2004-5/31/2004	\$63,313.50	\$2,330.43	\$63,313.50	\$2,330.43
11/3/2004	27	6/1/2004-6/30/2004	\$58,641.50	\$2,795.01	\$58,641.50	\$2,795.01
11/3/2004	13 Q	13th Quarterly 2004	\$198,219.50	\$7,259.62	\$198,219.50	\$7,259.62

<sup>2</sup> The actual number of hours expended in preparing this fee application and the corresponding compensation requested will be set forth in BMC's subsequent fee applications.

**PRIOR APPLICATIONS - continued**

<b>Date Filed</b>	<b>App No.</b>	<b>Period Covered</b>	<b>Requested Fees</b>	<b>Requested Expenses</b>	<b>Approved Fees</b>	<b>Approved Expenses</b>
2/7/2005	28	7/1/2004 – 7/31/2004	\$45,396.00	\$2,558.91	\$45,396.00	\$2,558.91
2/7/2005	29	8/1/2004 – 8/31/2004	\$60,094.50	\$1,375.09	\$60,094.50	\$1,375.09
2/7/2005	30	9/1/2004 – 9/30/2004	\$75,755.50	\$1,251.65	\$75,755.50	\$1,251.65
2/7/2005	14Q	14 <sup>th</sup> Quarterly 2004	\$181,246.00	\$5,185.65	\$181,246.00	\$5,185.65
4/8/2005	31	10/1/2004 – 10/31/2004	\$59,922.00	\$2,144.86	\$59,922.00	\$2,144.86
4/8/2005	32	11/1/2004 – 11/30/2004	\$65,745.50	\$28,337.71	\$65,745.50	\$28,337.71
4/8/2005	33	12/1/2004 – 12/31/2004	\$62,692.00	\$8,918.87	\$62,692.00	\$8,918.87
4/8/2005	15Q	15 <sup>th</sup> Quarterly 2004	\$188,359.50	\$39,401.44	\$188,359.50	\$39,401.44
8/11/2005	34	1/1/2005 – 1/31/2005	\$67,384.00	\$2,530.41	\$67,384.00	\$2,530.41
8/11/2005	35	2/1/2005 – 2/28/2005	\$56,206.00	\$2,869.31	\$56,206.00	\$2,869.31
8/11/2005	36	3/1/2005 – 3/31/2005	\$64,836.00	\$1,666.16	\$64,836.00	\$1,666.16
8/11/2005	16Q	16 <sup>th</sup> Quarterly 2005	\$188,426.00	\$7,065.88	\$188,426.00	\$7,065.88
10/31/2005	37	4/1/2005 – 4/30/2005	\$88,685.50	\$2,391.33	\$88,685.50	\$2,391.33
10/31/2005	38	5/1/2005 – 5/31/2005	\$158,852.00	\$4,552.49	\$158,852.00	\$4,552.49
10/31/2005	39	6/1/2005 – 6/30/2005	\$232,914.00	\$13,912.17	\$232,914.00	\$13,912.17
10/31/2005	17Q	17 <sup>th</sup> Quarterly 2005	\$480,451.50	\$20,855.99	\$480,451.50	\$20,855.99
1/31/2006	40	7/1/2005 – 7/31/2005	\$468,997.75	\$17,359.91	\$468,997.75	\$17,359.91
1/31/2006	41	8/1/2005 – 8/31/2005	\$684,403.00	\$43,446.98	\$684,403.00	\$43,446.98
1/31/2006	42	9/1/2005 – 9/30/2005	\$334,412.00	\$34,731.14	\$334,412.00	\$34,731.14
2/1/2006	18Q	18 <sup>th</sup> Quarterly 2005	\$1,487,812.75	\$95,538.03	\$1,487,812.75	\$95,538.03
4/20/2006	43	10/1/2005 – 10/31/2005	\$126,175.50	\$2,460.85	\$126,175.50	\$2,460.85
4/20/2006	44	11/1/2005 – 11/30/2005	\$136,980.50	\$2,010.10	\$136,980.50	\$2,010.10
4/20/2006	45	12/1/2005 – 12/31/2005	\$54,700.50	\$4,310.19	\$54,700.50	\$4,310.19
4/20/2006	19Q	19 <sup>th</sup> Quarterly 2005	\$301,963.67*	\$8,781.14	\$301,963.67*	\$8,781.14
4/28/2006	46	1/1/2006 – 1/31/2006	\$52,998.50	\$2,322.75	\$52,998.50	\$2,322.75
7/17/2006	47	2/1/2006 – 2/28/2006	\$64,309.50	\$1,438.85	\$64,309.50	\$1,438.85
8/25/2006	48	3/1/2006 – 3/31/2006	\$69,538.75	\$2,732.97	\$69,538.75	\$2,732.97
8/25/2006	20Q	20 <sup>th</sup> Quarterly 2006	\$177,504.41*	\$6,494.57	\$177,504.41*	\$6,494.57
11/21/2006	49	4/1/2006 – 4/30/2006	\$64,523.00	\$1,918.17	\$64,523.00	\$1,918.17
11/22/2006	50	5/1/2006 – 5/31/2006	\$83,530.00	\$2,413.38	\$83,530.00	\$2,413.38
11/22/2006	51	6/1/2006 – 6/30/2006	\$42,762.00	\$5,634.14	\$42,762.00	\$5,634.14
11/22/2006	21Q	21 <sup>st</sup> Quarterly 2006	\$181,274.25*	\$9,965.65	\$181,274.25*	\$9,965.65
12/11/2006	52	7/1/2006 – 7/31/2006	\$35,134.50	\$41,219.71	\$35,134.50	\$41,219.71
12/21/2006	53	8/1/2006 – 8/31/2006	\$76,583.00	\$4,757.53	\$76,583.00	\$4,757.53
12/27/2006	54	9/1/2006 – 9/30/2006	\$71,515.00	\$24,065.05	\$71,515.00	\$24,065.05
12/27/2006	22Q	22 <sup>nd</sup> Quarterly 2006	\$174,070.88*	\$70,042.29	\$174,070.88*	\$70,042.29
5/17/2007	55	10/1/2006 – 10/31/2006	\$103,882.50	\$72,054.63	\$103,882.50	\$72,054.63
5/21/2007	56	11/1/2006 – 11/30/2006	\$74,836.00	\$18,644.41	\$74,836.00	\$18,644.41
5/22/2007	57	12/1/2006 – 12/31/2006	\$66,253.50	\$24,335.71	\$66,253.50	\$24,335.71
5/22/2007	23Q	23 <sup>rd</sup> Quarterly 2006	\$232,723.40*	\$115,034.75	\$232,723.40*	\$115,034.75
8/24/2007	58	1/1/2007 – 1/31/2007	\$89,031.50	\$13,162.75	\$89,031.50	\$13,162.75
8/24/2007	59	2/1/2007 – 2/28/2007	\$136,258.25	\$16,098.69	\$136,258.25	\$16,098.69
8/24/2007	60	3/1/2007 – 3/31/2007	\$80,692.00	\$1,746.97	\$80,692.00	\$1,746.97
8/24/2007	24Q	24 <sup>th</sup> Quarterly 2007	\$290,682.66*	\$31,008.41	\$290,682.66*	\$31,008.41

\* Reflects BMC's voluntary courtesy discount of 5% from actual fees for the Nineteenth, Twentieth, Twenty First, Twenty-Second, Twenty-Third and Twenty-Fourth Quarterly Fee Periods and 3.5% from actual fees for the Twenty-Fifth Quarterly Fee Period.

**PRIOR APPLICATIONS - continued**

<b>Date Filed</b>	<b>App No.</b>	<b>Period Covered</b>	<b>Requested Fees</b>	<b>Requested Expenses</b>	<b>Approved Fees</b>	<b>Approved Expenses</b>
11/9/2007	61	4/1/2007 – 4/30/2007	\$49,298.00	\$1,989.73	\$49,298.00	\$1,989.73
11/9/2007	62	5/1/2007 – 5/31/2007	\$135,172.00	\$2,067.20	\$135,172.00	\$2,067.20
11/9/2007	63	6/1/2007 – 6/30/2007	\$58,687.50	\$3,094.14	\$58,687.50	\$3,094.14
11/9/2007	25Q	25 <sup>th</sup> Quarterly 2007	\$234,642.73*	\$7,151.07	\$234,642.73*	\$7,151.07
12/5/2007	64	7/1/2007 – 7/31/2007	\$48,858.00	\$2,166.14	\$48,858.00	\$2,166.14
12/7/2007	65	8/1/2007 – 8/31/2007	\$66,679.00	\$2,412.77	\$66,679.00	\$2,412.77
12/7/2007	66	9/1/2007 – 9/30/2007	\$43,504.00	\$3,307.71	\$43,504.00	\$3,307.71
12/11/2007	26Q	26 <sup>th</sup> Quarterly 2007	\$159,041.00	\$7,886.62	\$159,041.00	\$7,886.62
1/7/2008	67	10/1/2007 – 10/31/2007	\$48,179.00	\$2,867.37	\$48,179.00	\$2,867.37
1/11/2008	68	11/1/2007 – 11/30/2007	\$36,004.50	\$2,273.21	\$36,004.50	\$2,273.21
2/1/2008	69	12/1/2007 – 12/31/2007	\$27,285.00	\$2,177.19	\$27,285.00	\$2,177.19
2/22/2008	27Q	27 <sup>th</sup> Quarterly 2007	\$111,468.50	\$7,317.77	\$111,468.50	\$7,317.77
3/19/2008	70	1/1/2008 – 1/31/2008	\$39,843.00	\$2,370.71	\$34,105.40	\$2,370.71
5/12/2008	71	2/1/2008 – 2/29/2008	\$27,323.50	\$2,243.98	\$18,520.00	\$2,243.98
5/29/2008	72	3/1/2008 – 3/31/2008	\$21,341.50	\$2,718.61	\$17,393.50	\$2,718.61
5/29/2008	28Q	28 <sup>th</sup> Quarterly 2008	\$88,508.00	\$7,333.30	\$70,019.40	\$7,333.30
10/28/2008	73	4/1/2008 – 4/30/2008	\$33,293.50	\$2,751.14	\$33,293.50	\$2,751.14
10/28/2008	74	5/1/2008 – 5/31/2008	\$24,593.50	\$2,093.58	\$21,624.50	\$2,093.58
10/28/2008	75	6/1/2008 – 6/30/2008	\$35,613.50	\$2,310.78	\$35,613.50	\$2,310.78
10/28/2008	29Q	29 <sup>th</sup> Quarterly 2008	\$93,500.50	\$7,155.50	\$90,531.50	\$7,155.50
11/12/2008	76	7/1/2008 – 7/31/2008	\$32,283.50	\$4,543.30	\$23,283.50	\$4,303.28
1/16/2009	77	8/1/2008 – 8/31/2008	\$53,516.00	\$5,789.77	\$53,516.00	\$5,549.75
2/20/2009	78	9/1/2008 – 9/30/2008	\$74,290.50	\$4,590.21	\$74,209.50	\$4,350.19
2/20/2009	30Q	30 <sup>th</sup> Quarterly 2008	\$160,090.00	\$14,923.28	\$160,090.00	\$14,203.22
5/4/2009	79	10/1/2008 – 10/31/2008	\$64,656.50	\$4,136.81	\$60,406.62	\$4,136.81
5/7/2009	80	11/1/2008 – 11/30/2008	\$30,925.50	\$2,121.21	\$30,925.50	\$2,121.21
5/22/2009	81	12/1/2008 – 12/31/2008	\$29,946.50	\$2,499.56	\$29,946.50	\$2,499.56
5/22/2009	31Q	31 <sup>st</sup> Quarterly 2008	\$125,528.50	\$8,757.58	\$121,278.62	\$8,757.58
8/11/2009	82	1/1/2009 – 1/31/2009	\$20,014.00	\$2,067.70	\$20,014.00	\$2,067.70
8/18/2009	83	2/1/2009 – 2/28/2009	\$32,578.00	\$2,533.04	\$32,578.00	\$2,533.04
8/18/2009	84	3/1/2009 – 3/31/2009	\$122,625.50	\$4,318.32	\$122,625.50	\$4,318.32
8/18/2009	32Q	32 <sup>nd</sup> Quarterly 2009	\$175,217.50	\$8,919.06	\$175,217.50	\$8,919.06
11/11/2009	85	4/1/2009 – 4/30/2009	\$156,353.50	\$80,862.01	\$156,353.50	\$80,862.01
11/11/2009	86	5/1/2009 – 5/31/2009	\$292,613.50	\$3,869.91	\$292,613.50	\$3,869.91
11/11/2009	87	6/1/2009 – 6/30/2009	\$64,022.00	\$2,172.69	\$64,022.00	\$2,172.69
11/11/2009	33Q	33 <sup>rd</sup> Quarterly 2009	\$512,989.00	\$86,904.61	\$512,989.00	\$86,904.61
2/12/2010	88	7/1/2009 – 7/31/2009	\$35,788.50	\$2,306.85	\$35,788.50	\$2,206.85
2/12/2010	89	8/1/2009 – 8/31/2009	\$28,279.50	\$2,144.97	\$27,917.68	\$2,144.97
2/12/2010	90	9/1/2009 – 9/30/2009	\$34,658.50	\$2,443.21	\$34,658.50	\$2,371.14
2/12/2010	34Q	34 <sup>th</sup> Quarterly 2009	\$99,326.50	\$6,915.03	\$98,364.82	\$6,722.96
5/3/2010	91	10/1/2009 – 10/31/2009	\$28,138.00	\$2,842.55	\$28,138.00	\$2,842.55
5/3/2010	92	11/1/2009 – 11/30/2009	\$29,158.00	\$20,122.68	\$29,158.00	\$20,122.68
5/3/2010	93	12/1/2009 – 12/31/2009	\$12,573.50	\$2,308.90	\$12,573.50	\$2,308.90
5/3/2010	35Q	35 <sup>th</sup> Quarterly 2009	\$69,869.50	\$25,274.13	\$69,869.50	\$25,274.13

\* Reflects BMC's voluntary courtesy discount of 5% from actual fees for the Nineteenth, Twentieth, Twenty First, Twenty-Second, Twenty-Third and Twenty-Fourth Quarterly Fee Periods and 3.5% from actual fees for the Twenty-Fifth Quarterly Fee Period.

**PRIOR APPLICATIONS - continued**

<b>Date Filed</b>	<b>App No.</b>	<b>Period Covered</b>	<b>Requested Fees</b>	<b>Requested Expenses</b>	<b>Approved Fees</b>	<b>Approved Expenses</b>
8/9/2010	94	1/1/2010 – 1/31/2010	\$14,171.00	\$3,417.80	\$14,171.00	\$3,417.80
8/9/2010	95	2/1/2010 – 2/28/2010	\$24,681.50	\$2,237.64	\$24,681.50	\$2,237.64
8/9/2010	96	3/1/2010 – 3/31/2010	**\$10,468.50	**\$2,313.01	**\$10,468.50	**\$2,313.01
8/9/2010	36Q	36 <sup>th</sup> Quarterly 2010	**\$49,321.00	**\$7,968.45	**\$49,321.00	**\$7,968.45
11/8/2010	97	4/1/2010 – 4/30/2010	\$15,571.00	\$2,825.72	\$15,571.00	\$2,825.72
11/8/2010	98	5/1/2010 – 5/31/2010	\$48,396.00	\$2,157.78	\$48,396.00	\$2,157.78
11/8/2010	99	6/1/2010 – 6/30/2010	\$23,278.50	\$2,154.70	\$23,278.50	\$2,154.70
11/8/2010	37Q	37 <sup>th</sup> Quarterly 2010	\$87,245.50	\$7,138.20	\$87,245.50	\$7,138.20
2/22/2011	100	7/1/2010 – 7/31/2010	\$15,875.50	\$2,154.70	\$15,875.50	\$2,154.70
2/22/2011	101	8/1/2010 – 8/31/2010	\$28,684.00	\$2,727.70	\$28,684.00	\$2,727.70
2/22/2011	102	9/1/2010 – 9/30/2010	\$15,215.50	\$2,223.29	\$15,215.50	\$2,223.29
2/22/2011	38Q	38 <sup>th</sup> Quarterly 2010	\$59,775.00	\$7,105.69	\$59,775.00	\$7,105.69
3/7/2011	103	10/1/2010 – 10/31/2010	\$21,491.50	\$2,184.53	\$21,491.50	\$2,184.53
3/7/2011	104	11/1/2010 – 11/30/2010	\$17,798.50	\$2,231.47	\$17,798.50	\$2,231.47
3/7/2011	105	12/1/2010 – 12/31/2010	\$10,459.50	\$2,189.70	\$10,459.50	\$2,189.70
3/7/2011	39Q	39 <sup>th</sup> Quarterly 2010	\$49,749.50	\$6,605.70	\$49,749.50	\$6,605.70
7/5/2011	106	1/1/2011 – 1/31/2011	\$21,741.00	\$2,228.55	\$21,741.00	\$2,228.55
7/5/2011	107	2/1/2011 – 2/28/2011	\$32,520.50	\$2,251.21	\$32,520.50	\$2,251.21
7/5/2011	108	3/1/2011 – 3/31/2011	\$33,123.00	\$2,248.48	\$33,123.00	\$2,248.48
7/5/2011	40Q	40 <sup>th</sup> Quarterly 2011	\$87,384.50	\$6,728.24	\$87,384.50	\$6,728.24
10/21/2011	109	4/1/2011 – 4/30/2011	\$29,846.00	\$2,180.02	\$29,846.00	\$2,180.02
10/21/2011	110	5/1/2011 – 5/31/2011	\$33,288.00	\$2,180.02	\$33,288.00	\$2,180.02
10/21/2011	111	6/1/2011 – 6/30/2011	\$22,472.50	\$2,186.86	\$22,472.50	\$2,186.86
10/21/2011	41Q	41 <sup>st</sup> Quarterly 2011	\$85,606.50	\$6,546.90	\$85,606.50	\$6,546.90
11/22/2011	112	7/1/2011 – 7/31/2011	\$32,276.50	\$2,175.62	\$32,276.50	\$2,175.62
11/22/2011	113	8/1/2011 – 8/31/2011	\$44,732.00	\$2,177.94	\$44,732.00	\$2,177.94
11/22/2011	114	9/1/2011 – 9/30/2011	\$48,128.00	\$2,182.58	\$48,128.00	\$2,182.58
11/22/2011	42Q	42 <sup>nd</sup> Quarterly 2011	\$125,136.50	\$6,536.14	\$125,136.50	\$6,536.14
12/30/2011	115	10/1/2011 – 10/31/2011	\$59,256.00	\$7,725.14	\$59,256.00	\$7,725.14
12/30/2011	116	11/1/2011 – 11/30/2011	\$25,612.00	\$2,819.71	\$25,612.00	\$2,819.71
3/8/2012	117	12/1/2011 – 12/31/2011	\$17,216.50	\$2,390.88	\$17,216.50	\$2,390.88
3/8/2012	43Q	43 <sup>rd</sup> Quarterly 2011	\$102,084.50	\$12,935.73	\$102,084.50	\$12,935.73
5/25/2012	118	1/1/2012 – 1/31/2012	\$21,433.50	\$2,088.17	Pending	Pending
5/25/2012	119	2/1/2012 – 2/29/2012	\$43,173.50	\$3,402.77	Pending	Pending
5/25/2012	120	3/1/2012 – 3/31/2012	\$34,397.00	\$2,600.67	Pending	Pending
5/29/2012	44Q	44 <sup>th</sup> Quarterly 2012	\$99,004.00	\$8,091.61	Pending	Pending
5/29/2012	121	4/1/2012 – 4/30/2012	\$45,051.00	\$21,165.44	Pending	Pending
8/31/2012	122	5/1/2012 – 5/31/2012	\$40,770.00	\$1,778.47	Pending	Pending
8/31/2012	123	6/1/2012 – 6/30/2012	\$30,633.00	\$1,684.65	Pending	Pending
8/31/2012	45Q	45 <sup>th</sup> Quarterly 2012	\$116,454.00	\$24,628.56	Pending	Pending

[Continued on next page]

\*\* Reflects BMC's voluntary credit from actual fees and costs for March 2010 related to the fees and costs associated with the corrected mailing of a limited number of Omni 28 Notices to affected parties.

**BIOGRAPHICAL INFORMATION**

<b>Name of Professional Person</b>	<b>Position with Applicant, Number of Years in Position, Prior Relevant Experience, Licenses and Year Obtained, Area of Expertise</b>	<b>Hourly Billing Rate (Including Changes)</b>	<b>Total Hours Billed</b>	<b>Total Compensation</b>
Martha Araki	Senior Bankruptcy Consultant, 1999; twenty-five years experience in bankruptcy and other legal practice areas	\$210.00	334.4	\$70,224.00
Jessica Bang	Case Support Clerk, 2007	\$55.00	10.7	\$588.50
Mike Booth	Claims Reconciliation Manager, 2002; four years prior bankruptcy experience	\$165.00	1.5	\$247.50
Mireya Carranza	Case Support Clerk, 2003	\$45.00	2.5	\$112.50
Steffanie Cohen	Reconciliation Consultant, 2002; two years prior bankruptcy experience	\$110.00	22.1	\$2,431.00
Barbara Colby	Case Support Clerk, 2007	\$55.00	0.1	\$5.50
Jacqueline Conklin	Data Analyst, 2001	\$95.00	7.0	\$665.00
Reynante dela Cruz	Case Analyst, 2005	\$95.00	9.1	\$864.50
Ellen Dors	Reconciliation Consultant, 2003; prior bankruptcy experience with former employer during two bankruptcy cases	\$110.00	13.6	\$1,496.00
Myrtle John	Director, 2001; thirty-five years experience in bankruptcy and other legal practice areas	\$195.00	116.0	\$22,620.00
Patrick Kratz	Case Support Clerk, 2007	\$45.00	0.6	\$27.00
Gunther Kruse	Data Consultant, 2002; eight years prior experience in IT industry as database administrator and network manager	\$150.00	78.5	\$11,775.00
Kevin Martin	Consultant, 2002; six years prior experience in financial services; two years prior experience in mergers/acquisitions	\$135.00	3.2	\$432.00
James Myers	Case Support Clerk, 2001	\$65.00	7.1	\$461.50
Vincent Nacorda	Case Analyst, 2007	\$75.00	5.9	\$442.50

<b>Name of Professional Person</b>	<b>Position with Applicant, Number of Years in Position, Prior Relevant Experience, Licenses and Year Obtained, Area of Expertise</b>	<b>Hourly Billing Rate (Including Changes)</b>	<b>Total Hours Billed</b>	<b>Total Compensation</b>
Airgelou Romero	Case Analyst, 2004; three years prior legal industry experience	\$95.00	5.6	\$532.00
Lauri Shippers	Reconciliation Consultant, 2002; four years prior bankruptcy experience (fka Lauri Bogue)	\$110.00	16.0	\$1,760.00
Lucina Solis	Case Support Associate, 2003	\$45.00	0.1	\$4.50
Mabel Soto	Case Support Clerk, 2003	\$45.00	2.7	\$121.50
Brianna Tate	Case Information Clerk, 2003	\$45.00	12.2	\$549.00
Teresa Thomas	Case Support Clerk, 2008	\$65.00	4.7	\$305.50
Alfred Villanueva	Case Analyst, 2007	\$65.00	5.2	\$338.00
Anna Wick	Senior Data Analyst, 2002	\$110.00	4.1	\$451.00

<b>Grand Total:</b>	<b>Actual Fees: \$116,454.00</b>	<b>Hours: 662.9</b>
<b>Blended Rate:</b>	<b>\$175.67</b>	

**COMPENSATION BY PROJECT CATEGORY**

<b>Project Category</b>	<b>Total Hours</b>	<b>Total Actual Fees</b>
Asbestos Claims	2.8	\$588.00
Asbestos PI Claims	25.3	\$5,217.00
Case Administration	173.1	\$26,957.50
Data Analysis	109.8	\$14,536.00
Distribution	192.2	\$38,985.00
Fee Applications – Applicant	23.6	\$4,947.00
Non-Asbestos Claims	136.1	\$25,223.50
Plan & Disclosure Statement	0.0	\$0.00
Travel – Non Working	0.0	\$0.00
<b>Actual Total</b>	<b>662.9</b>	<b>\$116,454.00</b>

**EXPENSE SUMMARY**

<b>Expense Category</b>	<b>Service Provider (If Applicable)</b>	<b>Total Expenses</b>
b-Linx User Fee	BMC	\$1,050.00
b-Linx/Data Storage	BMC	\$2,550.00
Document Storage	BMC	\$266.80
Website Hosting	BMC	\$750.00
Pacer	US Courts	\$138.80
Publication Notice	SK Advertising	\$8,008.75
<b>Total</b>		<b>\$12,764.35</b>



**PRODUCTION EXPENSE SUMMARY**

<b>Date of Mailing</b>	<b>Service Provider (If Applicable)</b>	<b>Total Expenses</b>
April 2012	BMC (6 mailings)	\$11,618.24
May 2012	BMC (2 mailings)	\$240.02
June 2012	BMC (1 mailing)	\$5.95
<b>Actual Total</b>		<b>\$11,864.21</b>

**WHEREFORE**, BMC respectfully requests:

(a) that an allowance be made to it in the aggregate of \$141,082.56 comprised of:

- (i) \$116,454.00 in fees for services rendered by BMC to the Debtors for reasonable and necessary professional services during the Forty-Fifth Quarterly Fee Period, April 1, 2012 through June 30, 2012;
- (ii) \$24,628.56 for reimbursement of actual and necessary costs and expenses incurred by BMC during the Forty-Fifth Quarterly Fee Period, April 1, 2012 through June 30, 2012; and

(b) that both the fees and expenses are payable as an administrative expense of the Debtors' estates;

and

(c) for such other and further relief as the Court deems just and proper.

Dated: August 22 2012

BMC GROUP

By: \_\_\_\_\_

  
MYRTLE H. JOHN

600 1<sup>st</sup> Avenue, Suite 300

Seattle, Washington 98104

Telephone: (206) 516-3300

Telecopier: (206) 516-3304

Claims Reconciliation and Solicitation

Consultant to the Debtors and

Debtors in Possession

**VERIFICATION**


MYRTLE H. JOHN, after being duly sworn, deposes and says:

1. I am employed by Applicant, BMC Group ("BMC"), the Claims Reconciliation and Solicitation Consultant to the debtors and debtors in possession herein (the "Debtors"). I am a Director of BMC, and I have personal knowledge of the matters set forth herein.

2. I have personally reviewed the consulting services rendered by BMC as Claims Reconciliation and Solicitation Consultant to the Debtors and am thoroughly familiar with the other work performed on behalf of the Debtors by other consultants and employees of BMC.

3. I have reviewed the foregoing Application and the facts set forth therein are true and correct to the best of my knowledge, information and belief. Annexed hereto are the following Exhibits: **Exhibit 1** – Consolidated Fee Invoice for the Forty-Fifth Quarter comprised of a detail of time expended and Professional Activity Summary; and **Exhibit 2** – Monthly Expense Invoices for the Forty-Fifth Quarter comprised of (i) an Expense Invoice and Detail for each month and (ii) a Production Invoice and Detail (if applicable). Moreover, I have reviewed the Local Bankruptcy Rules for the District of Delaware and the 'Amended Administrative Order Under 11 U.S.C. §§105(a) and 331 Establishing Revised Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Official Committee Members,' signed April 17, 2002, and submit that the Application herein substantially complies with such Rules and Order.

DATED: August 22, 2012  
El Segundo, California

  
\_\_\_\_\_  
MYRTLE H. JOHN